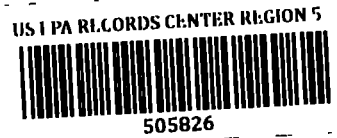




Langsam Stevens Silver & Hollaender^{LLP}
ENVIRONMENTAL, REAL ESTATE, BUSINESS AND INSURANCE LAW



August 3, 2015

**Confidential Settlement Communication
Offer to Compromise under FRE 408**

Via email

Thomas Nash, ORC (C-14J)
U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590

**Re: South Dayton Dump and Landfill Site, Moraine, Ohio
Revised ASAOC for RI/FS for OU-1 and OU-2 and Past Costs**

Dear Tom:

On behalf of my clients Hobart Corporation, NCR Corporation and Kelsey-Hayes Company, please see attached a revised Administrative Settlement Agreement and Order on Consent for RI/FS for OU-1 and OU-2. We have accepted the changes provided with the draft attached to your June 22, 2015 email and made a few additional edits. I believe that we are very close on the language of the document.

I would like to emphasize one item that is of great importance to my clients – it concerns the payment of EPA's past response costs. While my clients are willing to negotiate a payment of EPA's past response costs as part of entering into this new ASAOC, my clients will not pay under this new ASAOC any past response costs that EPA believes are due and owing under the 2006 ASAOC.

We understand that EPA may want to collect from my clients as part of this negotiation past response costs EPA believes are due and owing under the 2006 ASAOC. While we do not have the same view as EPA regarding outstanding costs that are due and owing under the 2006 ASAOC (as expressed to you in my letters of March 19, 2013 and May 10, 2013, attached), we are nonetheless willing to discuss a payment of some of those costs as part of this negotiation. However, we are willing to make any agreed payment for such costs only if billed under the 2006 ASAOC itself. We presume that that can be accomplished prior to EPA closing-out the 2006 ASAOC.

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Thomas Nash
August 3, 2015
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With this draft, we are increasing our offer to pay past response costs from a total of \$200,000 to a total of \$250,000. Subject to my clients' position as explained above in this letter, we are open to discussion regarding how EPA would like to apply the payment.

Regards,
Langsam Stevens Silver & Hollaender LLP


Larry Silver

cc: Edward Gallagher, NCR Corporation
Scott Blackhurst, TRW Automotive (Kelsey-Hayes Company)
Ken Brown, Illinois Tool Works Inc. (Hobart Corporation)